

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

DURA AUTOMOTIVE SYSTEMS, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-12378 (KBO)

(Jointly Administered)

ORDER AUTHORIZING AND APPROVING THE DEBTORS' KEY EMPLOYEE INCENTIVE PLAN

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), authorizing and approving the Debtors’ Incentive Plan, all as more fully set forth in the Motion; and upon the certification of counsel filed by the Debtors on February 27, 2020 that attaches as **Exhibit 1** a modification to the Incentive Plan (the “Modified Incentive Plan Agreement”); and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is necessary to preserve the value

¹ The debtor entities in these chapter 11 cases, along with the last four digits of each Debtor entity's federal tax identification number, are: Dura Automotive Systems Cable Operations, LLC (7052); Dura Automotive Systems, LLC (8111); Dura Fremont L.L.C. (1252); Dura G.P. (8092); Dura Mexico Holdings, LLC (4188); Dura Operating, LLC (2304); and NAMP, LLC (3693). Dura Automotive Systems, LLC's service address is: 1780 Pond Run, Auburn Hills, Michigan 48326.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

of the Debtors' estates under section 503(b) of the Bankruptcy Code and is justified by the facts and circumstances of the case under section 503(c)(3) of the Bankruptcy Code; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"), if any; and this Court having determined that the legal and factual bases set forth in the Motion and at any such Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Pursuant to section 503(c) of the Bankruptcy Code, the Debtors are authorized to implement the Incentive Plan, as amended in accordance with the Modified Incentive Plan Agreement, including by making payments to the Senior Executives as contemplated in the Modified Incentive Plan Agreement.
3. The Debtors, after consulting with the Official Committee of Unsecured Creditors, may file a notice on at least ten business days' notice of the Debtors' intent to modify the adjusted EBITDA goals set forth in the Modified Incentive Plan Agreement and/or pay a portion of the Operational Incentive Bonus (as defined in the Modified Incentive Plan Agreement) if such goals are not met (a "Notice of Revised Circumstances"), which notice shall set forth the adjustments to the Incentive Plan that the Debtors are proposing. The Debtors shall serve the Notice of Revised Circumstances on all parties who received notice of the Motion. If this Court enters an order granting the motion of the Debtors to seal the Motion with respect to certain EBITDA information, then the Notice of Revised Circumstances may be filed under seal pursuant to section 107 of the

Bankruptcy Code to the extent it includes the same type of EBITDA information that may be permitted by the Court to be sealed in the Motion, and the Debtors shall simultaneously file a redacted version for public viewing, as required by Local Rule 9018-1(d). The Debtors shall provide an unredacted Notice of Revised Circumstances to the Court, the U.S. Trustee, counsel to the Committee, counsel to the DIP lenders, counsel to the term loan lenders, and any party entitled by the Court to review the notice. Any party may object to the provisions set forth in the Notice of Revised Circumstances by no later than the end of ten business days after the Notice of Revised Circumstances is served. If there are no objections within such ten business days' period, the Incentive Plan shall be modified in conformity with the Notice of Revised Circumstances without further order of the Court. Any timely objection shall be resolved by the Court.

4. The Debtors are authorized to terminate the Modified Incentive Plan Agreement in the ordinary course of the Debtors' business at their sole and absolute discretion.

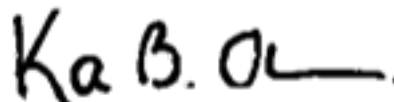
5. Any payments actually made by the Debtors to any Senior Executives pursuant to the Modified Incentive Plan Agreement approved herein shall be final and shall not be subject to disgorgement.

6. The terms and conditions of this Order shall be immediately enforceable upon its entry.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion and the Modified Incentive Plan Agreement.

8. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: February 28th, 2020
Wilmington, Delaware



KAREN B. OWENS
UNITED STATES BANKRUPTCY JUDGE